

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

**NO ORDER REQUIRED  
CERTIFICATION OF NO OBJECTION TO THIRTY-FIFTH MONTHLY  
APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO  
THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD JUNE 1, 2004  
THROUGH JUNE 30, 2004 [RE: DOCKET NO. 6239]**

The undersigned hereby certifies that as of the date hereof, she has received no formal answer, objection or any other responsive pleading to the Thirty-Fifth Monthly Application (the "Application") for Compensation of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Equity Holders, filed on August 23, 2004 [Docket No.6239]. The undersigned further certifies that she has reviewed the Court's docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Application, objections were to be filed and served no later than 4:00 p.m. on September 13, 2004.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for

Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$18,561.60 which represents 80% of the fees (\$23,202.00) and \$172.12, which represents 100% of the expenses, for an aggregate amount of \$23,374.12, requested in the Application for the period June 1, 2004 through June 30, 2004, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING  
A Professional Corporation

By: /s/ Rhonda Thomas  
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-and-

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Counsel to the Official Committee of  
Equity Holders

Dated: November 1, 2004